

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Kelly Brian H</u>  (Last) (First) (Middle) <u>L.B. FOSTER COMPANY</u> <u>415 HOLIDAY DRIVE, SUITE 100</u>  (Street) <u>PITTSBURGH PA 15220</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FOSTER L B CO [ FSTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP HR &amp; Administration</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/05/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/05/2024		M		1,666 <sup>(1)</sup>	A	\$0	71,579 <sup>(2)(3)</sup>	D	
Common Stock	04/05/2024		F		707	D	\$27.17	70,872 <sup>(2)(3)</sup>	D	
Common Stock								531	I	L.B. Foster Company 401(k) Plan Shares

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Stock Units	(4)							(4)	02/28/2026	Common Stock	3,333	3,333	D		
Performance Stock Units	(4)	04/05/2024		M		1,666 <sup>(5)</sup>	(4)	02/28/2026	02/28/2026	Common Stock	1,666	\$27.17	1,667	D	

**Explanation of Responses:**

- This amount represents fifty percent of the Performance-based stock unit award granted on 03/31/21 and earned on 04/05/24.
- Includes 5,327 Performance Restricted Stock Units earned under the 2022-2024 Long Term Incentive Plan granted on 02/17/2022; those 5,327 Performance Restricted Stock Units will settle at the end of the 2022-2024 performance period on December 31, 2024, upon certification by the Compensation Committee.
- Includes 8,522 Performance Restricted Stock Units earned under the 2023-2025 Long Term Incentive Plan granted on 2/14/2023; those 8,522 Performance Restricted Stock Units will settle at the end of the performance period on December 31, 2025, upon certification by the Compensation Committee.
- Performance-based stock unit award which expires on 02/28/26, 5 years after the grant date. Fifty percent of the award, or 1,666 shares, may be earned when the consecutive 30 day average closing stock price per share of the Company's common stock on the Nasdaq Stock Market is \$25.00 per share or more and is generally subject to continued employment with the Company until the third anniversary of the grant date. The remaining 50% of the award, or 1,667 shares, may be earned when the consecutive 30 day average closing stock price per share of the Company's common stock on the Nasdaq Stock Market is \$30.00 per share or more and is generally subject to continued employment with the Company until the third anniversary of the grant date. If either or both of these measures are achieved after the third anniversary of the grant date, the shares will be issued upon attainment of such stock price goals and if the grantee is employed by the Company on the date of attainment of such goals.
- This amount represents fifty percent of the Performance-based stock unit award granted on 03/31/21 and earned on 04/05/24. The remaining fifty percent of the same award may be earned until 02/28/26, the award's expiration date.

**Remarks:**

/s/ Brian H. Kelly by Judith Balog, attorney-in-fact 04/09/2024  
 \*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.